
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ASMPT Limited, you should at once hand this circular together with the accompanying form of proxy and annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ASMPT enabling the
digital world

ASMPT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

**(I) PROPOSALS FOR GENERAL MANDATES
TO BUY BACK SHARES AND ISSUE SHARES,
(II) RE-ELECTION OF RETIRING DIRECTORS,
AND
(III) NOTICE OF 2023 ANNUAL GENERAL MEETING**

A notice convening the 2023 annual general meeting (the “**AGM**”) of ASMPT Limited (the “**Company**”) to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 9 May 2023 at 3:00 p.m. is set out on pages 16 to 22 of this circular. Whether or not you intend to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company’s share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or to submit your form of proxy electronically via designated URL (<https://spot-meeting.tricor.hk>) as soon as possible but in any event not later than 3:00 p.m. on Sunday, 7 May 2023. Completion and return of the form of proxy will not preclude you from attending and voting in person or online via an e-Meeting System at the AGM and at any adjournment thereof if you so wish.

3 April 2023

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	The hybrid annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 9 May 2023 at 3:00 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to buy back on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 5% of the issued share capital of the Company as at the date of passing of the relevant resolution
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	ASMPT Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0522)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to issue, allot and deal with unissued Shares up to a maximum of 5% of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	24 March 2023, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Memorandum”	the memorandum of association of the Company as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy backs issued by the Hong Kong Securities and Futures Commission
“%”	per cent



ASMPPT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

Independent Non-Executive Directors:

Orasa Livasiri (*Chairman*)
John Lok Kam Chong
Wong Hon Yee
Eric Tang Koon Hung
Andrew Chong Yang Hsueh
Hera Siu Kitwan

Non-Executive Directors:

Benjamin Loh Gek Lim
Paulus Antonius Henricus Verhagen

Executive Directors:

Robin Gerard Ng Cher Tat
Guenter Walter Lauber

Registered Office:

Whitehall House
238 North Church Street
P. O. Box 1043, George Town
Grand Cayman KY1-1102
Cayman Islands

**Principal Place of Business
in Hong Kong:**

19/F, Gateway ts
8 Cheung Fai Road
Tsing Yi, New Territories
Hong Kong

3 April 2023

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSALS FOR GENERAL MANDATES
TO BUY BACK SHARES AND ISSUE SHARES,
(II) RE-ELECTION OF RETIRING DIRECTORS,
AND
(III) NOTICE OF 2023 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval for the resolutions to be proposed at the AGM relating to, among others, (i) the declaration of a final dividend; (ii) the granting to the Directors of the Buy-back Mandate and the Issue Mandate; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

On 28 February 2023, the Company made an announcement in relation to its audited financial results for the year ended 31 December 2022 whereby the Board has recommended a final dividend of HK\$1.90 per share for the year ended 31 December 2022. Subject to the passing of the resolution approving the payment of a final dividend at the AGM, such final dividend will be paid on or about Wednesday, 31 May 2023.

The register of the members of the Company will be closed during the following periods:

- (i) from Friday, 5 May 2023 to Tuesday, 9 May 2023, both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:00 p.m. on Thursday, 4 May 2023; and
- (ii) from Tuesday, 16 May 2023 to Wednesday, 17 May 2023, both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend for the year ended 31 December 2022, all transfers of Shares accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at the abovementioned address, not later than 4:00 p.m. on Monday, 15 May 2023.

THE BUY-BACK MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Buy-back Mandate to exercise all powers of the Company to buy back on the Stock Exchange, or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 5% of the issued share capital of the Company as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

LETTER FROM THE BOARD

THE ISSUE MANDATE

To provide flexibility to the Company to effectively raise funds by issuing of Shares, at the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares up to a maximum of 5% of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 412,504,333 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or bought back before the AGM, the Company will be allowed to issue up to a maximum of 20,625,216 Shares. In addition, an ordinary resolution will be proposed to increase the limit of the Issue Mandate by adding to it the number of Shares bought-back under the Buy-back Mandate.

Any Shares to be allotted and issued (whether for cash or otherwise) under the authority granted by the proposed Issue Mandate shall not be at a discount of more than 10% to the “benchmark price” (as described in Rule 13.36(5) of the Listing Rules).

RE-ELECTION OF RETIRING DIRECTORS

The Nomination Committee leads the Board appointment process, agrees the criteria for any appointment and engages external search consultants, as required. At the conclusion of this process, the Nomination Committee will nominate potential candidates for appointment to the Board. In exercise of its responsibilities, the Nomination Committee will regularly review the Board’s structure, size and composition, including its skill, knowledge, independence and diversity to ensure it remains aligned with the Group’s strategic directions.

Pursuant to article 113 of the Articles, Mr. Robin Gerard Ng Cher Tat and Mr. Guenter Walter Lauber, will retire from office as Directors at the forthcoming annual general meeting, and being eligible, offer themselves for re-election at the AGM pursuant to article 114 of the Articles.

On 29 June 2022, the Company made an announcement in relation to the appointment of Mr. Andrew Chong Yang Hsueh (“**Mr. Chong**”) as an Independent Non-executive Director. Pursuant to article 117 of the Articles, he will hold office only until the AGM, and being eligible, will offer himself for re-election at the AGM.

On 19 July 2022, the Company made an announcement in relation to the appointment of Ms. Hera Siu Kitwan (“**Ms. Siu**”) as an Independent Non-executive Director. Pursuant to article 117 of the Articles, she will hold office only until the AGM, and being eligible, will offer herself for re-election at the AGM.

The Company has received the annual confirmation from each of Mr. Chong and Ms. Siu on their independence in accordance with the Listing Rules. In determining the proposal to re-elect Mr. Chong and Ms. Siu as independent non-executive Directors, (i) the Nomination Committee has assessed and is satisfied of the independence of Mr. Chong and Ms. Siu based on the criteria set out in Rule 3.13 of the Listing Rules; (ii)

LETTER FROM THE BOARD

having regard to the nomination policy and the board diversity policy adopted by the Company and the objective criteria (including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industrial experience), the Nomination Committee and the Board have reviewed the biographies and past performances of Mr. Chong and Ms. Siu, and considered that they have the required character, qualifications and experience to continue fulfilling the role of independent non-executive Directors; (iii) the Nomination Committee and the Board have also taken into account their firm commitment to their roles (including their positions on several Board committees of the Company) and their respective contributions to the Board; and (iv) the Board is satisfied that Mr. Chong and Ms. Siu have provided independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole. In view of the foregoing factors and based on their valuable perspectives, skills and experience, the Board considers that the re-election of each of Mr. Chong and Ms. Siu contributes to the diversity of the Board. The Board, with the recommendation of the Nomination Committee, has proposed that each of Mr. Chong and Ms. Siu stands for re-election at the AGM. Each of Mr. Chong and Ms. Siu had abstained from the relevant meeting of the Nomination Committee (if applicable) and the Board regarding their respective re-election.

Biographical details of the above retiring Directors proposed for re-election at the AGM which are required to be disclosed pursuant to the Listing Rules are set out in Appendix II to this circular.

NOTICE OF THE AGM

The Company will conduct a hybrid AGM including a combination of In-Room Meeting and Virtual Meeting which allows shareholders to attend either in person or via an online platform which allows Shareholders to attend, submit questions, vote electronically in real time and view live streaming of the AGM.

Notice of the AGM is set out on pages 16 to 22 of this circular. A proxy form for appointing proxy is despatched with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.asmp.com). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions stated thereon and return it to the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or to submit your form of proxy electronically via designated URL (<https://spot-meeting.tricor.hk>) not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person or online via an e-Meeting System at the AGM or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING AT THE AGM

Pursuant to article 60.1 of the Articles, a resolution put to the vote of any general meeting shall be decided by way of a poll save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

RECOMMENDATION

The Directors (including the Independent Non-Executive Directors) consider the declaration of a final dividend, the proposed granting of the Buy-back Mandate and Issue Mandate to the Directors, and the re-election of the retiring Directors who offer themselves for re-election to be in the best interest of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of the Board
ASMPT Limited
Robin Gerard Ng Cher Tat
Director

(In case of any inconsistency, the English version of this circular shall prevail over the Chinese version.)

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 412,504,333 Shares in issue.

Subject to the passing of the resolution granting the Buy-back Mandate at the AGM and on the basis that no further Shares are issued or bought back before the AGM, the Company will be allowed under the Buy-back Mandate to buy back up to a maximum of 20,625,216 Shares, being 5% of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Buy-back Mandate.

2. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interest of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACKS

Buy-backs made pursuant to the Buy-back Mandate would be funded out of funds legally available for the purpose in accordance with the Memorandum and the Articles and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

Month	Share Price (Per Share)	
	Highest HK\$	Lowest HK\$
2022		
March	87.75	71.85
April	81.80	74.30
May	82.60	67.20
June	75.50	64.65
July	66.65	59.75
August	68.00	60.15
September	63.25	47.00
October	51.00	41.60
November	58.85	42.55
December	60.20	53.55
2023		
January	68.50	54.20
February	72.00	63.40
March (up to and including the Latest Practicable Date)	78.85	68.05

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the Memorandum and the Articles.

The Company has not been notified by any core connected person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Buy-back Mandate is approved by the Shareholders.

If, as a result of a buy-back of Shares, the proportionate interest of a Shareholder or a group of Shareholders in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, the relevant Shareholder or a group of Shareholders acting in concert,

depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, ASM Pacific Holding B.V. (a wholly owned subsidiary of ASM International N.V.), which holds 103,003,000 Shares representing approximately 24.97% of the issued share capital of the Company, is the major shareholder of the Company. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Mandate, the interests of ASM Pacific Holding B.V. in the Company would increase to approximately 26.28% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation on ASM Pacific Holding B.V. to make a mandatory offer under Rule 26 of the Takeovers Code nor reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital.

Save as disclosed above, to the best of the knowledge and belief of the Company, the Directors are currently not aware of any consequence which will arise under the Takeovers Code as a result of any buy back made under the Buy-back Mandate nor reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital as at the Latest Practicable Date.

No Shares had been bought back by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

Set out below are the biographical details of the retiring Directors proposed for re-election at the AGM:

(a) Mr. Robin Gerard Ng Cher Tat, Executive Director

Mr. Robin Gerard Ng Cher Tat, Executive Director, aged 59, was appointed the Chief Executive Officer of the Group on 12 May 2020. He has been on the Board as an Executive Director since 28 April 2011. He was the Group Chief Financial Officer from 1 February 2010 until his appointment as the Group Chief Executive Officer. Mr. Ng holds a Bachelor of Accountancy from the National University of Singapore and a Master of Laws (Commercial Law) from the University of Derby, the United Kingdom. Mr. Ng has more than 30 years of experience in finance, audit and accounting. He is a Fellow Chartered Accountant with the Institute of Singapore Chartered Accountants.

Mr. Ng's term of office shall expire at the close of the third annual general meeting following his election and shall be eligible for re-election in accordance with the Articles. For the year ended 31 December 2022, Mr. Ng received total emoluments of HK\$17,551,000 from the Group. The emoluments of Mr. Ng are determined by the Remuneration Committee with reference to his duties and responsibilities and the market rates for compatible positions.

Mr. Ng is also a director of certain Group members. Save as disclosed herein, Mr. Ng does not hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Ng was interested in 475,800 Shares in the Company, representing approximately 0.12% of the issued share capital of the Company. Save as disclosed herein, Mr. Ng did not have any interest, and was not deemed to have any interests, in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Ng has confirmed that he is not aware of any matter that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(b) Mr. Guenter Walter Lauber, Executive Director

Mr. Guenter Walter Lauber, Executive Director, aged 61, was appointed as an Executive Director of the Company on 12 May 2020. He is also an Executive Vice President, Chief Strategy Officer and Chief Digitalisation Officer of the Group and Chief Executive Officer of the Group's SMT Solutions Segment. Mr. Lauber has over 20 years of working experience in the SMT equipment industry. In 2007, Mr. Lauber took charge of the SMT business that was subsequently acquired by the Group in 2011. He joined the Group following the acquisition. He has a degree in Electrical Engineering (Dipl.-Ing. FH) from the Fachhochschule Augsburg (Augsburg University of Applied Sciences), Germany.

Mr. Lauber's term of office shall expire at the close of the third annual general meeting following his election and shall be eligible for re-election in accordance with the Articles. For the year ended 31 December 2022, Mr. Lauber received total emoluments of HK\$9,472,000 from the Group. The emoluments of Mr. Lauber are determined by the Remuneration Committee with reference to his duties and responsibilities and the market rates for compatible position.

Mr. Lauber is also a director of certain Group members. Save as disclosed herein, Mr. Lauber does not hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Lauber was interested in 133,600 Shares in the Company, representing approximately 0.03% of the issued share capital of the Company. Save as disclosed herein, Mr. Lauber did not have any interest, and was not deemed to have any interests, in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Lauber has confirmed that he is not aware of any matter that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(c) Mr. Andrew Chong Yang Hsueh, Independent Non-Executive Director

Mr. Andrew Chong Yang Hsueh, aged 57, is the Chairman of the Board of Governors of the Institute of Technical Education. He serves on the Board of the Ministry of Manpower's Workforce Singapore Agency and on the Advanced Manufacturing Training Academy Training Council. He currently chairs the Tripartite Judging Panel for SkillsFuture Fellowships and Employer Awards.

Mr. Chong is also on the Board of Mapletree Industrial Trust Management Ltd., the Manager for Mapletree Industrial Trust, a real estate investment trust listed on the Main Board of Singapore Exchange. Additionally, he is the Independent Chairman of the Investment Committees of Mapletree Europe Income Trust and Mapletree US Income Commercial Trust. He serves on the Boards of NTUC Health Co-operative Limited and Employment and Employability Institute Pte. Ltd.. He has held Board and advisory roles in several technology start-up companies.

He stepped down as Regional President and Managing Director of Infineon Technologies Asia Pacific Pte. Ltd. in 2017 after 30 years in the semiconductor industry. He has served on several Singapore government committees, including, the SkillsFuture Council, the Council for Skills, Innovation and Productivity and the Future Economy Council. He continues to serve on the Advanced Manufacturing and Trade subcommittee of the Future Economy Council.

Mr. Chong received his Bachelor of Electrical and Electronics Engineering in 1987 and Master of Business Administration in 1993 from the University of Adelaide in South Australia. He was conferred a Medal of Commendation by the Singapore National Trade Union Congress at the 2017 May Day Awards for promoting good industrial relations and initiating workers' training and skills upgrading programmes, and has co-authored a book on the technological and business trends in the automotive market in Asia.

Mr. Chong's term of service as an Independent Non-Executive Director is governed by a letter of appointment from the Company to him, subject to early retirement from office in accordance with the Articles. Mr. Chong is entitled to receive a basic fee of HK\$325,000 (which comprises a basic director's fee of HK\$250,000 and an additional fee of HK\$75,000 for being a member of the Nomination Committee) from the Company per annum. He is also entitled to receive meeting attendance fees of HK\$5,000 and HK\$2,500 for attending each Board/General meeting and Committee meeting respectively, and overseas travel allowances of HK\$5,000 and HK\$2,500 respectively if such meetings are held overseas. The emoluments of Mr. Chong are determined by the Board upon the recommendation of its Remuneration Committee with regard to his duties and responsibilities.

Save as disclosed herein, Mr. Chong does not hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Chong did not have any interest, and was not deemed to have any interests, in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Chong has confirmed that he is not aware of any matter that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(d) Ms. Hera Siu Kitwan, Independent Non-Executive Director

Ms. Hera Siu Kitwan, aged 63, is currently a non-executive director of The Goodyear Tire & Rubber Company (a company listed on Nasdaq Global Select Market), an independent director of Vallourec SA (a company listed on Listed on Euronext in Paris), and a supervisory board member of TeamViewer AG (a company listed in the Prime Standard of the Frankfurt Stock Exchange). Ms. Siu served as an independent non-executive director of Qingdao Alnnovation Technology Group Co., Ltd (“**Alnnovation**”) before it was listed on the Hong Kong Stock Exchange. She resigned from Alnnovation’s board in November 2021.

Ms. Siu was previously the Chief Executive Officer, Greater China, for Cisco Systems, Inc., a leading global technology company, from July 2017 until her retirement on 28 September 2020. Prior to that, she served as Chief Operating Officer, Greater China, of Cisco from November 2016 until June 2017. From February 2014 to June 2016, she served as Senior Vice President and Managing Director, Greater China, for Pearson, LLC, a global education company that leverages technology to enhance teaching and learning. Ms. Siu was employed by SAP, a global software and data processing firm, as Senior Vice President and then President, of China and Hong Kong from April 2010 to June 2013, and as Senior Vice President, e-Commerce, Asia Pacific Region, from July 2013 to January 2014. Ms. Siu holds an MBA in Marketing and a Bachelor of Science in Finance from the University of Nevada, Reno.

Ms. Siu’s term of service as an Independent Non-Executive Director is governed by a letter of appointment from the Company to her, subject to early retirement from office in accordance with the Articles. Ms. Siu is entitled to receive a basic fee of HK\$350,000 (which comprises a basic director’s fee of HK\$250,000 and an additional fee of HK\$100,000 for being a member of the Audit Committee) from the Company per annum. She is also entitled to receive meeting attendance fees of HK\$5,000 and HK\$2,500 for attending each Board/General meeting and Committee meeting respectively, and overseas travel allowances of HK\$5,000 and HK\$2,500 respectively if such meetings are held overseas. The emoluments of Ms. Siu are determined by the Board upon the recommendation of its Remuneration Committee with regard to her duties and responsibilities.

Save as disclosed herein, Ms. Siu does not hold any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years, nor does she have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Ms. Siu did not have any interest, and was not deemed to have any interests, in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Siu has confirmed that she is not aware of any matter that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF THE AGM

ASMPT enabling the
digital world

ASMPT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0522)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the “**AGM**”) of ASMPT Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 9 May 2023 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and of the independent auditor for the year ended 31 December 2022.
2. To declare a final dividend of HK\$1.90 per share for the year ended 31 December 2022.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
4. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the grant of a general unconditional mandate for the exercise by directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby approved;
- (b) the aggregate nominal amount of the share capital of the Company to be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 5% of the total issued share capital of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) above shall be limited accordingly; and

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- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
5. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraphs (c) and (d) below, the grant of a general unconditional mandate for the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 5% of the total issued share capital of the Company as at the date of passing of this resolution and the approval pursuant to paragraphs (a) and (b) above shall be limited accordingly:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of options under a share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;

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- (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants or any securities of the Company to subscribe for shares of the Company;
 - (iv) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
 - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting;
- (d) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this resolution shall not be at a discount of more than 10% to the Benchmarked Price (as hereinafter defined) of such shares of the Company; and
- (e) for the purpose of this resolution:

“Benchmarked Price” means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of shares of the Company; or
- (ii) the average closing price as quoted on the Stock Exchange of the shares of the Company for the five trading days immediately preceding the earlier of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
 - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; or
 - (C) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical issues, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **As special business**, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of ordinary resolutions 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 5 of this notice to exercise the powers of the Company to issue, allot and deal with additional shares in the share capital of the Company be and is hereby extended by the addition thereto the nominal amount of share capital of the Company to be bought back by the Company under the authority granted pursuant to resolution 4 of this notice, provided that such nominal amount of share capital in aggregate shall not exceed 5% of the total issued share capital of the Company as at the date of passing of this resolution.”

7. To re-elect Mr. Robin Gerard Ng Cher Tat as director.
8. To re-elect Mr. Guenter Walter Lauber as director.
9. To re-elect Mr. Andrew Chong Yang Hsueh as director.
10. To re-elect Ms. Hera Siu Kitwan as director.
11. To authorise the board of directors to fix the directors’ remuneration.

For and on behalf of the Board
ASMPT Limited
Robin Gerard Ng Cher Tat
Director

Hong Kong, 3 April 2023

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Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to article 60.1 of the Company's articles of association and the results of the poll will be published on the websites of the Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Rules Governing the Listing of Securities on the Stock Exchange.
2. A member entitled to attend and vote at the AGM is entitled to appoint up to two proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person or online via an e-Meeting System at the AGM and, in such event, the said form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, must be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. In case of appointment of proxies submitted in electronic form, the proxy appointments must be received by not less than 48 hours before the time appointed for the holding of the meeting (or at any adjournment thereof). You may submit your form of proxy electronically by scanning the QR code or visiting the designated URL (<https://spot-meeting.tricor.hk>). Please use the username and password provided on the notification letter sent to you by the Company. If your shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited and would like to appoint proxy to attend, vote and submit questions electronically at the meeting on your behalf, you should consult directly with your banks or brokers or custodians (as the case may be) for necessary arrangement. For submitting appointment of proxies in electronic form, shareholders can refer to letter and the Electronic Proxy User Guide (by visiting the designated website or scanning the QR code as printed therein) for details.
4. In the case of joint holders of any share, if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding. Only **ONE PAIR** of log-in username and password will be provided to the joint holders.
5. The register of members of the Company will be closed during the following periods:
 - (i) from Friday, 5 May 2023 to Tuesday, 9 May 2023, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:00 p.m. on Thursday, 4 May 2023; and
 - (ii) from Tuesday, 16 May 2023 to Wednesday, 17 May 2023, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at the abovementioned address, not later than 4:00 p.m. on Monday, 15 May 2023.

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6. Hybrid AGM

This year, the Company will conduct a hybrid AGM with the combination of In-Room Meeting and Virtual Meeting which allows shareholders to attend either in person, subject to the prevailing statutory requirements announced by the government of Hong Kong or via an online platform which allows Shareholders to attend, submit questions, vote electronically in real time and view live streaming of the AGM. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the AGM via their mobile phones, tablets or computers. The live broadcast option can also broaden the reach of the AGM to shareholders who do not wish to attend physically due to concerns on attending large scale events, or for other overseas shareholders who are unable to attend in person.

The Company may be required to make changes to arrangements relating to the AGM at short notice. Shareholders should check the Company's website (www.asmpt.com) or the HKEXnews website (www.hkexnews.hk) for any future announcements and updates on the AGM arrangements.

How to attend and vote

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (i) attend the AGM in person and vote via smartphones or designated mobile devices at the AGM venue; or
- (ii) attend the AGM via the e-Meeting System which enables live streaming and interactive platform for Q&A and submit their voting online; or
- (iii) appoint the Chairman of the AGM or other persons as your proxy to vote on your behalf.

Your proxy's authority and instruction will be revoked if you attend and vote in person at the AGM or via the e-Meeting system.

Non-registered shareholders of the Company whose shares are held in the Central Clearing and Settlement System through banks, stockbrokers, custodians or the Hong Kong Securities Clearing Company Limited (collectively the "**Intermediary**") may also be able to attend, submit questions, vote electronically in real time and view live streaming of the AGM via the e-Meeting System. In this regard, they should:

- (a) contact and instruct their Intermediary that they want to attend, submit questions, vote electronically in real time and view live streaming of the AGM via the e-Meeting System; and
- (b) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company's share registrar in Hong Kong, Tricor Secretaries Limited, to the email address of the non-registered shareholders of the Company provided by the Intermediary. Without the login details, non-registered shareholders of the Company will not be able to attend, submit questions, vote electronically in real time and view live streaming of the AGM using the e-Meeting System. Non-registered shareholders of the Company should therefore give clear and specific instructions to their Intermediary in respect of both (a) and (b) above.

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Registered and non-registered shareholders of the Company should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

If you encounter any technical problems in using e-Meeting System, please contact Tricor Secretaries Limited for assistance with the following details:

Address : 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email : emeeting@hk.tricorglobal.com
Telephone : (852) 2975 0928
Fax : (852) 2861 1465

On-site e-Voting system will be used at the AGM to enhance the efficiency in the poll counting process. This is a full paperless AGM process that facilitates easy and intuitive voting procedures for shareholders as well as to allow instant declaration of voting results during the AGM.

As at the date of this notice, the Board comprises Miss Orasa Livasiri (Chairman), Mr. John Lok Kam Chong, Mr. Wong Hon Yee, Mr. Eric Tang Koon Hung, Mr. Andrew Chong Yang Hsueh and Ms. Hera Siu Kitwan as Independent Non-Executive Directors, Mr. Benjamin Loh Gek Lim and Mr. Paulus Antonius Henricus Verhagen as Non-Executive Directors, and Mr. Robin Gerard Ng Cher Tat and Mr. Guenter Walter Lauber as Executive Director.

(In case of any inconsistency, the English version of this notice shall prevail over the Chinese version.)